



Norfolk Southern Corporation
Law Department
3 Commercial Place
Norfolk, Virginia 23510-2191

Writer's Direct Dial Number
(804) 629-2818

RECORDATION NO.

FILED 1408

3/1 1989 - 11:35 AM

INTERSTATE COMMERCE COMMISSION

February 27, 1989.

Ms. Noreta R. McGee, Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, NW
Washington, DC 20423

Date 3/1/89
Page 13

ICC Washington, D.C.

Dear Ms. McGee:

In accordance with 49 U.S.C. § 11303 and the Commission's Rules, I submit herewith for recording with the Commission three counterparts, properly executed and acknowledged, of the document described below.

This document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of December 30, 1988. The primary document to which this is connected is recorded under Recordation No. 7248.

The names and addresses of the parties to the secondary document are as follows:

LESSOR/TRUSTEE: First Pennsylvania Bank, N.A.
30 South 30th Street
Philadelphia, PA 19104

LESSEE/GUARANTOR: Norfolk and Western Railway Company
Three Commercial Place
Norfolk, VA 23510

The equipment covered by the document is generally described as follows:

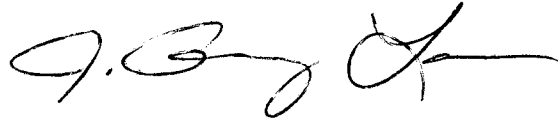
| <u>Number of Units</u> | <u>General Description</u> | <u>AAR Symbol</u> | <u>Railroad's Identifying Marks and Road Numbers (both inclusive)</u> |
|----------------------------|---------------------------------|-----------------------|---|
| 106 | 100-ton Boxcars | XL, XP | NW 861164 - 861269 |
| 11 | 3000 H.P. Diesel Locomotives | C-C | NW 1625 - 1635 |
| 447 | 100-ton Covered Hopper Cars | LO | NW 177245 - 177691 |

A fee of \$13.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation data, to J. Gary Lane, Norfolk Southern Corporation, Three Commercial Place, Norfolk, VA 23510.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated December 30, 1988, to terminate Equipment Trust Agreement with Recordation No. 7248, dated December 1, 1973, and covering 106 boxcars numbered NW 861164-861269, 11 diesel locomotives numbered NW 1625-1635, and 447 covered hopper cars numbered NW 177245-177691.

Very truly yours,

A handwritten signature in black ink, appearing to read "J. Gary Lane", followed by a stylized flourish or checkmark.

J. Gary Lane
General Attorney

JGL/dps

Enclosures

Interstate Commerce Commission
Washington, D.C. 20423

3/2/89

OFFICE OF THE SECRETARY

J. Gary Lane
Norfolk Southern Corporation
Law Dept.
3 Commercial Place
Norfolk, Virginia 23510-2191

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/1/89 at 11:35am, and assigned recordation number(s). 7248-E & 7257-I

Sincerely yours,

Nesta R. McGee
Secretary

Enclosure(s)

NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES W

RELEASE AND SATISFACTION AND BILL OF SALE

RECORDATION NO. 7248-E
FILED 10/11/89 11:35 AM
INTERSTATE COMMERCE COMMISSION

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank N.A. (formerly The First Pennsylvania Banking and Trust Company) (the "Trustee"), Trustee under an Equipment Trust Agreement dated as of December 1, 1973, as supplemented (the "Agreement"), between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series W (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, as its absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad from any and all obligations of the Agreement.

IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereto by one of its Corporate Trust Officers under its corporate seal attested by one of its Assistant Secretaries, this 30th day of December, 1988.

FIRST PENNSYLVANIA BANK N.A.,
as Trustee

By: George J. Rayner
Corporate Trust Officer

ATTEST:

John A. Buchanan
Assistant Secretary

COMMONWEALTH OF *Pennsylvania*)
COUNTY OF *Philadelphia*) ss.:

On this *30th* day of *December*, 1988, before me a Notary Public, personally appeared *George J. Rayzic*, to me personally known, who, being by me duly sworn, says he is a *Corporate Trust Officer* of First Pennsylvania Bank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lynne N. McCorry

Notary Public

NOTARIAL SEAL
LYNNE N. MCCORRY, Notary Public
City of Philadelphia, Phila. County
My Commission Expires July 2, 1990

My Commission expires: